

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**

1700 LINCOLN STREET, SUITE 4550  
DENVER, CO 80203  
(303) 830-0800  
www.MarkusWilliams.com  
TAX ID 84-1292298

March 9, 2017

Invoice No.: 95391

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.002 Restructure/Reorganization

**PROFESSIONAL SERVICES:**

			Hours	
02/02/2017	BTH	Phone conference with J. Smiley to address potential issues with Health Tech (.2); Discussions with T. Woznick to discuss status of case (.4).	0.60	177.00
02/03/2017	BTH	Phone conference with M. Lane (H2C) re update on status of case (.4); Email to counsel for Hospital District re case update (.1); Review various emails and correspondence to outline next steps in case (.6).	1.10	324.50
02/06/2017	BTH	Research re mass tort claims in bankruptcy and addressing claims through liquidating trust.	3.80	1,121.00
02/10/2017	BTH	Review and forward various HIPAA releases to CEO/CFO.	0.30	88.50
02/13/2017	BTH	Advise CEO/CFO on discussions with UCC (.1); Review various pleadings and correspondence to outline open issues in case (1.0).	1.10	324.50
02/14/2017	BTH	Review, address and revise motion to extend deadline to remand certain pre-petition litigation (.4); Phone conference with T. Swanson (UMIA) re update on case (.3); Phone conference with CEO/CFO re case update (.4).	1.10	324.50
02/15/2017	JMS	Draft order and file Second Motion to Extension of Time.	0.30	93.00
02/21/2017	BTH	Address open issues and pending matters in case and draft motions to continue and proposed orders related thereto (1.5); Review orders filed in case (.4); Advise CEO on pending matters (.1).	2.00	590.00
02/27/2017	BTH	Prepare for conference call with Board (.5); Phone conference with T. Copenhaver re open issues in case (.7); Attend conference call with Board (.3); Phone conference with M. Lane re case update (.2).	1.70	501.50
02/28/2017	BTH	Review email from M. Long and discuss the same with T. Odom (.2); Address matters related to potential departure of employee (.3).	0.50	147.50
	JFY	Review and analyze open operational issues.	0.80	316.00

<b>TOTAL SERVICES</b>	Hours	
	13.30	4,008.00

**EXPENSES:**

Photocopies	437.20
Online research	7.60
Postage	111.59
Conference calls	48.74
<b>TOTAL EXPENSES</b> Thru 02/28/2017	<u>605.13</u>

<b>TOTAL THIS INVOICE</b>	4,613.13
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Previous Balance	\$6,376.07
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02/14/2017	Payment received	-2,521.06
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<b>TOTAL OUTSTANDING INVOICES</b>	<u>\$8,468.14</u>
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Aged Due Amounts			
Stmt Date	Stmt #	Billed	Due
02/10/2017	95128	3,855.01	3,855.01
			<u>3,855.01</u>

Your trust account balance is

	Opening Balance	\$174,286.25
02/14/2017	December Interim Billing Payment	
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	-14,753.06
03/06/2017	Ck #5323	15,059.26
03/07/2017	January Interim Billing Payment	
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	-15,059.26
	Closing Balance	<u>\$159,533.19</u>

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Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.004 Cash Collateral

**PROFESSIONAL SERVICES:**

			Hours	
02/10/2017	BTH	Review documents for continued use of cash collateral and forward the same to T. Woznick.	0.30	88.50
02/27/2017	BTH	Review and finalize budget for continued use of cash collateral (.6); Review stipulation for use of cash collateral and forward to client (.3).	0.90	265.50
<b>TOTAL SERVICES</b>			1.20	354.00
<b>TOTAL THIS INVOICE</b>				354.00
Previous Balance				\$826.00
02/14/2017		Payment received		-265.50
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$914.50</u>

Aged Due Amounts			
<u>Stmt Date</u>	<u>Stmt #</u>	<u>Billed</u>	<u>Due</u>
02/10/2017	95129	560.50	560.50
			<u>560.50</u>

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**RE: Powell Valley Healthcare, Inc.**  
11278.008 Claims

**PROFESSIONAL SERVICES:**

			Hours	
02/13/2017	BTH	Review and analyze various claims filed in case.	0.60	177.00
02/14/2017	BTH	Review and analyze information to be provided to UCC re non-Hansen claims and insurance coverage (1.3); Emails to S. Goldstein re non-Hansen claims (.2); Review and email HIPAA releases to CFO (.2).	1.70	501.50
02/15/2017	BTH	Review claims register and reconcile with internal records; Email to T. Odom re claims register and suggested review; Review additional claims materials to be submitted to UCC.	1.60	472.00
	JFY	Review and analyze tort claim issues and resolution of same and potential mediation of same (0.6).	0.60	237.00
02/16/2017	BTH	Research re issues with respect to various tort claims (.9).	0.90	265.50
02/20/2017	BTH	Review additional claims information and forward the same to S. Goldstein.	0.20	59.00
		<b>TOTAL SERVICES</b>	5.60	1,712.00
		<b>TOTAL THIS INVOICE</b>		1,712.00
		Previous Balance		\$472.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$2,184.00</u>

Aged Due Amounts			
Stmt Date	Stmt #	Billed	Due
02/10/2017	95131	472.00	472.00
			<u>472.00</u>

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March 9, 2017

Invoice No.: 95396

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.010 Creditors Committee

**PROFESSIONAL SERVICES:**

			Hours	
02/13/2017	BTH	Review email from S. Goldstein and discuss the same with S. Goldstein.	0.40	118.00
		<b>TOTAL SERVICES</b>	0.40	118.00
		<b>TOTAL THIS INVOICE</b>		118.00
		Previous Balance		\$1,062.00
02/14/2017		Payment received		-826.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$354.00</u>

Aged Due Amounts			
<u>Stmt Date</u>	<u>Stmt #</u>	<u>Billed</u>	<u>Due</u>
02/10/2017	95133	236.00	236.00
			<u>236.00</u>

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March 9, 2017

Invoice No.: 95397

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.012 Tort Litigation

**PROFESSIONAL SERVICES:**

			Hours	
02/06/2017	JMS	Research procedures to utilize to liquidate tort claims and to provide for distributions to same.	6.20	1,922.00
02/07/2017	JMS	Draft procedures for determining claim amounts and for distribution of trust proceeds to trust claimants.	5.80	1,798.00
02/14/2017	JMS	Draft second motion for extension of removal deadline.	0.90	279.00
02/21/2017	JMS	Correspondence with opposing counsel re extending pretrial conference; Draft and file unopposed motion re same.	0.60	186.00
<b>TOTAL SERVICES</b>			13.50	4,185.00
<b>TOTAL THIS INVOICE</b>				4,185.00
Previous Balance				\$465.00
02/14/2017		Payment received		-465.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$4,185.00</u>

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Invoice No.: 95398

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Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.013 Insurance Issues

**PROFESSIONAL SERVICES:**

			Hours	
02/06/2017	BTH	Review various loss reports and other information to address non-Hansen insurance coverage issues (.9); Email correspondence with M. Long and S. Goldstein re insurance coverage issues (.2).		
			1.10	324.50
		<b>TOTAL SERVICES</b>	1.10	324.50
		<b>TOTAL THIS INVOICE</b>		324.50
		Previous Balance		\$1,230.00
02/14/2017		Payment received		-964.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$590.00</u>

Aged Due Amounts			
Stmt Date	Stmt #	Billed	Due
02/10/2017	95135	265.50	265.50
			<u>265.50</u>

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March 9, 2017

Invoice No.: 95399

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.014 Plan and Disclosure Statement

**PROFESSIONAL SERVICES:**

			Hours	
01/26/2017	JFY	Review and analyze term sheet issues in regard to proposed consensual plan with unsecured creditor's committee; Discuss same with B. Hunsicker.	1.20	474.00
02/02/2017	BTH	Research and address open issues with Plan Term Sheet.	0.80	236.00
02/03/2017	JMS	Continue research re tort claimant distribution procedures.	0.80	248.00
	BTH	Discuss status of Plan Term Sheet with T. Woznick (Bank) (.6); Email to T. Odom re approval to discuss Plan Term Sheet with Bank (.1); Phone conference with B. Leinbach (Insurance) re status of case (.2).	0.90	265.50
02/06/2017	BTH	Conference call with C. Caby and T. Copenhaver to address open issues with Plan Term Sheet (.8); Prepare for conference call with Hospital District (.5); Discuss open issues with Plan Term Sheet with J. Salisbury (.2); Discuss proposed revisions to Plan Term Sheet with T. Odom (.2); Email to S. Goldstein re status of Plan Term Sheet (.1); Follow up call and emails with C. Caby to address PSA (.2).	2.00	590.00
	JFY	Review and analyze term plan sheet issues (.8); Conference with District counsel re plan issues (.5); Review correspondence with Committee counsel re term sheet issues (.7).	2.00	790.00
02/07/2017	BTH	Address potential claims resolution procedures (.6); Address issues with Plan Term Sheet and incorporate various provisions therein (2.1); Draft summary of revisions and circulate to parties (.3).	3.00	885.00
	JFY	Continue to review and analyze plan term sheet issues and negotiations re same.	1.00	395.00
02/08/2017	BTH	Conference call with CEO/CFO to address open issue with Plan Term Sheet (.7); Additional review and revision and negotiation of Plan Term Sheet (1.8); Address issues in Plan Term Sheet regarding security interest in accounts (.3); Emails to parties in interest re additional revisions to Plan Term Sheet (.6).	3.40	1,003.00



			Hours	
	JFY	Review and revise plan term sheet (0.9); Review and analyze confirmation issues related to negotiations involving term sheet (0.6).	1.50	592.50
02/09/2017	BTH	Review prior motions and orders requesting and granting extensions of exclusivity, draft fourth request for extension of exclusivity and order and notice and finalize the same (1.5); Phone conference with C. Caby re revisions to Plan Term Sheet (.2); Review and revise and finalize latest draft of Plan Term Sheet and forward to parties in case (2.2).	3.90	1,150.50
	JFY	Review and analyze term sheet issues (0.5); Review and analyze plan timing issues (0.3); Review and analyze extension of exclusivity issues (0.3).	1.10	434.50
02/10/2017	BTH	Review and revise terms of proposed nonconsensual plan (.8); Review latest Plan Term Sheet and forward the same to T. Woznick (.3); Phone conference with S. Goldstein re latest revisions to Plan Term Sheet (.2).	1.30	383.50
	JFY	Conference with various constituents regarding plan confirmation issues and plan term sheet issues.	0.50	197.50
02/15/2017	BTH	Review comments on Plan Term Sheet from UCC and discuss the same with J. Young.	0.30	88.50
	JFY	Continue to review and analyze plan term sheet issue (0.5).	0.50	197.50
02/16/2017	BTH	Phone conference with R. Royal to discuss plan term sheet issues (.3); Phone conference with S. Goldstein re update on negotiations (.2).	0.50	147.50
02/17/2017	BTH	Address Plan Term Sheet with S. Goldstein (.2); Interoffice discussions re procedure for liquidating tort claims through Plan (.4); Review files to begin preparing plan documents (1.3).	1.90	560.50
02/20/2017	BTH	Phone conference with S. Goldstein to address open issues with Plan Term Sheet (.3); Update insurance counsel on status of Plan (.1); Address open issues with agreed upon Plan Term Sheet (1.2).	1.60	472.00
02/21/2017	JFY	Continue to review negotiations and issues with unsecured creditor's committee re plan term sheet and related matters.	0.80	316.00
02/24/2017	BTH	Review latest Plan Term Sheet and circulate to parties (.4); Phone conference with S. Goldstein re Plan Term Sheet (.1).	0.50	147.50
	JFY	Review and analyze negotiation issues and term sheet issues involving plan negotiations with unsecured creditors committee.	0.80	316.00
	JMS	Review of final term sheet between the Hospital and the Creditors Committee.	0.50	155.00
02/27/2017	BTH	Review and revise Plan Term Sheet and forward to S. Goldstein (.5).	0.50	147.50
	<b>TOTAL SERVICES</b>		31.30	10,193.00
	<b>TOTAL THIS INVOICE</b>			10,193.00
	Previous Balance			\$34,828.03

02/14/2017	Payment received	-8,914.50
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<b>TOTAL OUTSTANDING INVOICES</b>	<b><u>\$36,106.53</u></b>
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Aged Due Amounts			
<u>Stmt Date</u>	<u>Stmt #</u>	<u>Billed</u>	<u>Due</u>
12/19/2016	94555	13,379.50	9,827.53
01/06/2017	94753	11,979.00	3,064.50
02/10/2017	95136	13,021.50	<u>13,021.50</u>
			25,913.53

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March 9, 2017

Invoice No.: 95400

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.015 Employment and Fee Applications

**PROFESSIONAL SERVICES:**

			Hours	
02/06/2017	BTH	Review order on UCC first fee application and forward the same to M. Long (.2); Email to S. Goldstein re payment of UCC fees (.1).	0.30	88.50
02/07/2017	BTH	Address issues with UCC interim fee application (.3).	0.30	88.50
02/08/2017	BTH	Review and code time entries for January interim fee application (.7).	0.70	206.50
	BTH	Email to CFO re payment of UCC fees.	0.10	29.50
02/14/2017	BTH	Review, revise and finalize interim monthly fee application for January 2017.	0.60	177.00
02/17/2017	BTH	Review UCC interim fee application and forward the same to M. Long and T. Odom.	0.40	118.00
02/21/2017	BTH	Review, finalize and file monthly operating report for January 2017 (1.2).	1.20	354.00
02/28/2017	BTH	Review prior interim fee applications, orders and applicable dates in anticipation of preparing second fee application (1.3).	1.30	383.50
		<b>TOTAL SERVICES</b>	4.90	1,445.50
		<b>TOTAL THIS INVOICE</b>		1,445.50
		Previous Balance		\$15,849.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$17,295.00</u>

Aged Due Amounts

Stmt Date	Stmt #	Billed	Due
11/17/2016	94192	3,679.00	3,679.00
12/19/2016	94556	9,751.50	9,751.50
01/06/2017	94754	1,563.50	1,563.50
02/10/2017	95137	855.50	855.50

15,849.50

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